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8 Attorneys for Petitioner
9 WATCH HOLDINGS, LLC

10 STATE OF CALIFORNIA

11 STATE WATER RESOURCES CONTROL BOARD

12 In re:

13 Case No. _____

14 LETTER-ORDER OF MAY 21, 2008
15 CALIFORNIA WATER CODE SECTION 13267 -
16 REQUEST FOR SUBSURFACE INVESTIGATION

17 **PETITION FOR REVIEW**

18 Petitioner Watch Holdings, LLC ("Petitioner") submits this Petition for Review of the
19 May 21, 2008 Letter-Order (attached as Exhibit A) issued by the Regional Water Quality Control
20 Board, Los Angeles Region ("Water Board"). This Petition for Review is filed in accordance
21 with Section 13320 of the California Water Code and Section 2050 of Title 23 of the California
22 Code of Regulations.

23 Petitioner provides the following information in support of its Petition as required by
24 Section 2050 of Title 23 of the California Code of Regulations:

25 1. Petitioner is Watch Holdings, LLC. Petitioner's address is 16479 Dallas
26 Parkway, Suite 600, Addison, Texas 75001, and its telephone number is (972) 728-7606.

27 Petitioner requests that all communications be directed through its counsel, as identified in the
28 caption of this Petition.

2. Petitioner requests that the State Water Resources Control Board ("State Board")
review the above-referenced May 21, 2008 Letter-Order. Petitioner requests that the State Board

1 hold this Petition in abeyance pursuant to State Board practice.

2 3. The Water Board, through its Executive Officer, Tracy Egoscue, issued the Letter-
3 Order on May 21, 2008.

4 4. In the event this Petition is made active, Petitioner will submit as an amendment to
5 this Petition a full and complete statement of reasons that the May 21, 2008 Letter-Order was
6 inappropriate and improper.

7 5. Petitioner is aggrieved because Petitioner has engaged in significant work at the
8 11120, 11160 and 11200 Hindry Avenue properties, and is being asked to undertake substantial
9 additional work even though Petitioner is at most secondarily liable for alleged discharges at the
10 property and believes it should be delisted and removed from the site. In the event this Petition is
11 made active, Petitioner will submit as an amendment to this Petition a full and complete statement
12 of the manner in which Petitioner is aggrieved.

13 6. Petitioner requests that the State Board set aside the May 21, 2008 Letter-Order or
14 that the State Board direct the Water Board to set aside the Letter-Order.

15 7. In the event this Petition is made active, Petitioner will submit as an amendment to
16 this Petition a complete statement of points and authorities in support of the legal issues raised in
17 this Petition.

18 8. A copy of this Petition for Review and the attached Exhibit A has been sent to the
19 Water Board and the other interested parties (see Exhibit B).

20 9. In the event this Petition is made active, Petitioner will submit as an amendment to
21 this Petition a copy of its request to the Water Board for preparation of the Water Board's
22 administrative record concerning this matter.

23 10. In the event this Petition is made active, Petitioner will submit as an amendment to
24 this Petition a statement that the substantive issues and objections raised in this Petition were
25 either raised before the Water Board or an explanation of why Petitioner was not required or were
26 unable to raise the substantive issues and objections before the Water Board.

27 11. Petitioner requests that the State Board hold a hearing at which Petitioner can
28 present additional evidence to the State Board. In the event this Petition is made active, Petitioner

1 will submit as an amendment to this Petition a statement regarding that additional evidence and a
2 summary of contentions to be addressed or evidence to be introduced and a showing of why the
3 contentions or evidence have not been previously or adequately presented, as required under 23
4 Cal. Code Regs. § 2050.6(a), (b).

5 For all the reasons stated herein, Petitioner requests that the State Board set aside the
6 Water Board's May 21, 2008 Letter-Order or direct the Water Board to set aside the Letter-Order.

7
8 DATED: June 18, 2008

Respectfully submitted,

9 FARELLA BRAUN & MARTEL LLP

10
11 By: 
12 Robert L. Hines

13 Attorneys for Petitioner
14 WATCH HOLDINGS, LLC
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EHIXBIT A



Linda S. Adams
Cal/EPA Secretary

California Regional Water Quality Control Board

Los Angeles Region



Arnold Schwarzenegger
Governor

320 W. 4th Street, Suite 200, Los Angeles, California 90013

Phone (213) 576-6600 FAX (213) 576-6640 - Internet Address: <http://www.waterboards.ca.gov/losangeles>

May 21, 2008

Mr. Phillip Shelton
Watch Holdings, LLC
16479 Dallas Parkway, Suite 500
Addison, TX 75001

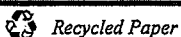
**CALIFORNIA WATER CODE SECTION 13267 ORDER: REQUIRING SUBMITTAL OF
WORKPLAN FOR ADDITIONAL SITE ASSESSMENT - WATCH HOLDINGS, LLC PROPERTY,
11120, 11160 AND 11200 HINDRY AVENUE, LOS ANGELES, CALIFORNIA
(SLIC NO. 1125A, SITE ID NOS. 2040232 AND 2040233)**

Dear Mr. Shelton:

Los Angeles Regional Water Quality Control Board (Regional Board) staff have reviewed the January 7, 2008, *Request for SLIC Case Delisting* (Report), prepared and submitted by Bureau Veritas North America, Inc., for the referenced site. The Report presents a summary of previous environmental investigation results, reported from June 2002 to October 2007, concludes that there are no on-site sources, and requests that Watch Holdings, LLC be removed from the Regional Board's SLIC case list as a responsible party. Based on our review of the information submitted, and discussion during the meeting among you, your consultants and Regional Board staff on April 17, 2008, we can not concur with your conclusion and can not grant your request, at this time, for the following reasons:

1. Soil vapor samples were collected throughout the site in 2002 at depths ranging from 2.5 feet below ground surface (bgs) to 4 feet bgs, and analyzed for volatile organic compounds (VOCs). The primary contaminant, trichloroethene (TCE), was detected at concentrations up to approximately 108 micrograms per liter ($\mu\text{g/L}$). Results of this soil vapor survey indicate that there are at least two suspected source areas at the site, which are located at the northeast corner and southeastern portion of the site. To date, the lateral and vertical extent of the soil vapor plume beneath the site has not been fully defined.
2. Soil samples were collected at depths of approximately 5 feet to 55 feet bgs from soil/well borings drilled at the site. TCE was detected in all 5-foot samples at concentrations up to 308 micrograms per kilogram ($\mu\text{g/kg}$), and in other depth samples (10 to 55 feet bgs) at concentrations up to 560 $\mu\text{g/kg}$. The soil borings with the highest TCE concentrations detected are located in the northeast corner and southeastern portion of the site. In addition, 1,2-dichloroethene (1,2-DCE) was detected at concentrations up to 50 $\mu\text{g/kg}$ and at depths as shallow as 25 feet bgs in soil borings drilled in the southeastern portion of the site. The VOC soil plumes in the unsaturated zone at these areas have not been adequately delineated to date.
3. Based on the results of the December 2007 groundwater sampling, TCE and 1,2-DCE were detected in groundwater samples collected from the site's seven single-depth and three multi-depth wells at concentrations up to 39,000 $\mu\text{g/L}$ and 1,200 $\mu\text{g/L}$, respectively. Depth to groundwater at the site is approximately 50 feet bgs. The wells with highest TCE concentrations are located in the northeastern and southeastern portions of the site, and the wells with highest 1,2-DCE concentrations are located in the southern portion of the site. To date, the lateral and the vertical extent of the groundwater VOC plume has not been fully defined both on site and off site.

California Environmental Protection Agency



Our mission is to preserve and enhance the quality of California's water resources for the benefit of present and future generations.

May 21, 2008

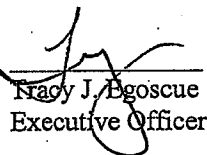
4. Based on the data collected from the site and adjacent properties to the north and northeast, groundwater contamination beneath the site and immediate vicinity appears to be within commingled plumes, with a contamination contribution from the site. The Regional Board has required other potential responsible parties for adjacent properties to investigate the soil, soil vapor and groundwater contamination at and near their sites. Therefore, you are required to complete the characterization of the soil, soil vapor and groundwater plumes beneath and originating from your property at this time.
5. Following the adequate delineation of the soil, soil vapor and groundwater plumes, and dependent on the detected contaminant concentrations and extent, you may be required to remediate soil and soil vapor plumes beneath and originating from your property, and to coordinate with other potential responsible parties for groundwater remediation at the site and the site vicinity.

Pursuant to section 13267 of the California Water Code (CWC), you are required to submit a technical report (soil, soil vapor, and groundwater investigation workplan) by **July 17, 2008** to the Regional Board to adequately define the vertical and lateral extent of soil, soil vapor and groundwater plumes beneath and originating from your property. Please work with other parties to coordinate the on-going groundwater monitoring and investigation activities in the site area.

Pursuant to section 13268 of the CWC, failure to submit the required workplan by the specified due dates may result in civil liability administratively imposed by the Regional Board in an amount up to one thousand dollars (\$1,000) for each day the workplan is not received.

If you have any questions, please contact Luis Changkuon at (213) 576-6667.

Sincerely,


Tracy J. Egoscue
Executive Officer

cc: Jeffrey Axelrod, Raytheon Company
Greg Taylor, Raytheon Company
Paul Parmentier, Locus Technologies
Elie Haddad, Locus Technologies
Robert Hines, Farella Braun & Martel LLP
Dan Crowley, Booth, Mitchel and Strange, LLC
Roger Holt, Greenberg Glusker Fields Claman Machtlinger Kinsella LLP
Brett H. Oberst, Gibson, Dunn & Crutcher, LLP
Lynn Robey, 11105 La Cienega Properties
Ben Squire, 11100 Hindry LLC
Richard D. Fehler, Bureau Veritas

California Environmental Protection Agency



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Our mission is to preserve and enhance the quality of California's water resources for the benefit of present and future generations.

EXHIBIT B



Attorneys At Law

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ROBERT L. HINES
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June 18, 2008

Via Regular Mail

Tracy J. Egoscue
Executive Officer
California Regional Water Quality Control Board -
Los Angeles Region
320 W. 4th Street, Suite 200
Los Angeles, CA 90013

**Re: May 21, 2008 Letter-Order -- California Water Code Section 13267,
Request for Submittal of Workplan for Additional Site Assessment**

Dear Ms. Egoscue:

Enclosed please find a copy of Watch Holdings, LLC's Petition for Review of the Water Board's Letter-Order dated May 21, 2008. We have transmitted the original Petition and exhibits today to the State Water Resources Control Board for filing.

We are filing this protective petition to meet California Water Code requirements. We look forward to working with Water Board staff to resolve Watch Holdings' concerns regarding the May 21, 2008 Letter-Order. Thank you.

Sincerely,

Robert L. Hines

RLH:crm
Enclosure

(via email/pdf)

cc: Luis Changkuon, RWQCB - LA Region
Phil Shelton, Watch Holdings, LLC
Jeffrey Axelrod, Raytheon Company
Greg Taylor, Raytheon Company



Jeffrey D. Axelrod, Esq.

June 18, 2008

Page 2

Paul Parmentier, Locus Technologies

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